

JAN 03 '12 -4 02 PM

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
Lou@lgraillaw.com600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

January 3, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of December 19, 2011. The primary document to which this is connected is recorded under Recordation Number 27983. We request that this document be recorded under Recordation Number 27983-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Natixis Real Estate Holdings LLC
successor by merger to Natixis Real Estate Capital Inc.
9 West 57th Street, 36th Floor
New York, NY 10019

Assignee:

RBS Asset Finance, Inc.
480 Jefferson Blvd
Warwick, RI 02886

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 8 pieces of maintenance of way equipment: 2 Nordco CX-N Auto Spikers S/Ns 410595-05 and 410601-05; Nordco SP2R Spike Puller 310007-05; 2 Superior DSD5201 Dual Side Dump Reclaim Carts S/Ns DSD01053 and DSD01054; Nordco CX-N Auto Spiker 410600-05; and 2 Nordco SP2R Spike Pullers S/Ns 310005-05 and 310004-05.

Ms. Cynthia T. Brown
January 3, 2012
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Natixis Real Estate Holdings LLC successor by merger to Natixis Real Estate Capital Inc., 9 West 57th Street, 36th Floor, New York, NY 10019, and RBS Asset Finance, Inc., 480 Jefferson Blvd, Warwick, RI 02886, covering 8 pieces of maintenance of way equipment: 2 Nordco CX-N Auto Spikers S/Ns 410595-05 and 410601-05; Nordco SP2R Spike Puller 310007-05; 2 Superior DSD5201 Dual Side Dump Reclaim Carts S/Ns DSD01053 and DSD01054; Nordco CX-N Auto Spiker 410600-05; and 2 Nordco SP2R Spike Pullers S/Ns 310005-05 and 310004-05.

Very Truly Yours,

Louis E. Gitomer

Enclosure

JAN 03 '12 -4 02 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is dated as of December 27, 2011 (the "Memorandum") between Natixis Real Estate Holdings LLC ("Natixis") (successor by merger to Natixis Real Estate Capital Inc. ("NREC")), as assignor and RBS Asset Finance, Inc. ("RBS"), as assignee.

ICX Corporation ("ICX"), as lessor, and BNSF Railway Company ("BNSF"), as lessee, entered a Memorandum of Lease (ICX No. 1395-013) (the "Lease") dated as of March 31, 2009, which was recorded with the Surface Transportation Board (the "Board") at 8:00 am on June 19, 2009 under Recordation No. 27983 for 8 pieces of maintenance of way equipment: 2 Nordco CX-N Auto Spikers S/Ns 410595-05 and 410601-05; Nordco SP2R Spike Puller 310007-05; 2 Superior DSD5201 Dual Side Dump Reclaim Carts S/Ns DSD01053 and DSD01054; Nordco CX-N Auto Spiker 410600-05; and 2 Nordco SP2R Spike Pullers S/Ns 310005-05 and 310004-05 (the "Equipment").

ICX, as assignor, and NREC, as assignee entered a Memorandum of Lease Assignment (ICX No. 1395-013) dated as of June 20, 2009, which was recorded with the Board at 8:00 am on June 19, 2009 under Recordation No. 27983-A for the Equipment.

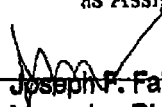
NOW, THEREFORE, Natixis and RBS have entered this Memorandum to evidence for the record, as follows:

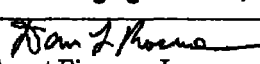
1. Natixis assigns, transfers and sets over to RBS all of Natixis' right, title, interest, powers and privileges under the Lease.
3. RBS accepts the assignment and agrees to assume, do, undertake and perform all obligations, duties, liabilities and undertakings of Natixis under the Lease, accruing from and after the date hereof
4. This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be executed by its duly authorized officer as of the date first written above.

Natixis Real Estate Holdings LLC
as Assignor

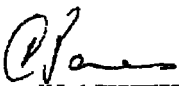
By: 
Name: Joseph P. Falcone III
Title: Managing Director, Senior Legal Structurer

 Dan L. Phoenix,
RBS Asset Finance, Inc. *Director*
as Assignee

By: 
Name: Linda Simeone
Title: Vice-President

State of NEW YORK)
) ss.
County of NEW YORK)

On this 19th day of December, 2011, before me, Carroll Paes, the undersigned Notary Public, personally appeared Joseph F. Falcone III and Dan L. Rosenbaum personally known to me to be the person who executed the within Memorandum of Assignment and Assumption Agreement as Managing Director and Director, respectively, on behalf of Natixis Real Estate Holdings I.I.C, and acknowledged to me that the corporation executed it.



Notary Public for NEW YORK
My Commission expires 12/31/15

CARROLL A. PAES
Notary Public, State of New York
No. 01PA6249073
Qualified in Kings County
Commission Expires 12/31/15

State of Rhode Island)
) ss.
County of Kent)

On this 19th day of December, 2011, before me, Tina Costa, the undersigned Notary Public, personally appeared Linda Simeone personally known to me to be the person who executed the within instrument as Vice President on behalf of RBS Asset Finance, Inc., and acknowledged to me that the corporation executed it.

Tina Costa
Notary Public for Rhode Island
My Commission expires 6/29/15

